FORM D

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average b	ourden
hours per response.	t

SEC USE ONLY										
Prefix	Serial									
DATE RE	CEIVED									
	1									

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Geneva 1031, L.L.C.	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 5	506 Section 4(6) ULOE
Type of Filing: New Filing Amendment	PROCESSED
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	MAR 2 C 2020
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	1 1 2 U 2008
Geneva 1031, L.L.C.	THOMSON
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Incutting Area Code)
2901 Butterfield Road, Oak Brook, Illinois 60523	(630) 218-4916
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business	
The acquisition and sale of undivided tenant in common interests in real property.	! [40] Piyir [4] Pixir aibu (44/4 (6) 4/7/4 (4) 4/7/4 [4]
m (b) 0	
Type of Business Organization Corporation I limited partnership, already formed	08041927
business trust limited partnership, aready formed	limited liability company
Month Year	inneed nationally company
Actual or Estimated Date of Incorporation or Organization: 0 8 0 7	MARKET DESIGNAT
	☑ Actual ☐ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation fo CN for Canada: FN for other foreign jurisdiction)	
Civitor Canada. rivitor other foreign jurisdiction)	DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA												
2. Enter the information requested for the following:												
 Each promoter of the issuer, if the issuer has been organized within the past five years; 												
 Each beneficial owner issuer; 	having the power to	vote or dispose, or direct th	e vote or disposition of, 10%	or more of a clas	s of equity securities of the							
Each executive officer.	and director of corp	orate issuers and of corpora	te general and managing part	iners of partnershi	o issuers; and							
 Each general and mana 	ging partner of part	nership issuers.										
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner							
Full Name (Last name first, if individual)												
Inland Real Estate Exchange Corporation												
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)										
2901 Butterfield Roa	d, Oak Brook, I	Illinois 60523										
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☑ General and/or Managing Partner							
Full Name (Last name first, if	individual)			·								
Geneva Exchange, L	.L.C.											
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)										
2901 Butterfield Roa	d, Oak Brook,	Illinois 60523										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner												
Full Name (Last name first, if	individual)											
Geneva 1031, L.L.C.												
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)		-								
2901 Butterfield Roa	d, Oak Brook, l	Illinois 60523										
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner							
Full Name (Last name first, if	individuał)			·								
Gujral, Brenda G.												
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			· · · ·							
2901 Butterfield Roa	d, Oak Brook, I	Ilinois 60523										
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner							
Full Name (Last name first, if	individual)											
Goodwin, Daniel L.	•											
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)										
2901 Butterfield Roa	d, Oak Brook, I	llinois 60523										
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner							
Full Name (Last name first, if individual)												
Parks, Robert D. •												
Business or Residence Address (Number and Street, City, State, Zip Code)												
2901 Butterfield Roa	d, Oak Brook, I	llinois 60523										

[•] These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Geneva Exchange, L.L.C., the manager and sole member of Geneva 1031, L.L.C.

A. BASIC IDENTIFICATION DATA												
2. Enter the information requested for the following:												
		has been organized within										
 Each beneficial owner of the issuer; 	having the power	to vote or dispose, or dire	ct the vote or disposition of	, 10% or more of	a class of equity securities							
			porate general and managi	ng partners of pa	rtnership issuers; and							
Each general and man	aging partner of p	artnership issuers.										
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner							
Full Name (Last name first, if	individual)			****								
Matlin, Roberta S. •				<u> </u>								
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)										
2901 Butterfield Road, Oak Brook, Illinois 60523												
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner												
Full Name (Last name first, if	individual)											
DelRosso, Patricia A	. •											
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)										
2901 Butterfield Roa	d, Oak Brook, I	llinois 60523										
2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply:												
Full Name (Last name first, if	individual)											
Speidel, Susan K. •												
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)										
2901 Butterfield Roa	d, Oak Brook, I	llinois 60523										
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner							
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Full Name (Last name first, if i	ndividual)											
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Full Name (Last name first, if individual)												
Business or Residence Address (Number and Street, City, State, Zip Code)												

These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Geneva Exchange, L.L.C., the manager and sole member of Geneva 1031, L.L.C.

					INFORM	ATION AR	OUT OFFE	FRING				
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2. Wh	at is the mi	nimum inv	estment th	at will be a	ccepted fro	om any ind	ividual?		***************************************		<u>\$</u>	437,638*
											Yes	No
3. Doe	es the offeri	ing permit	joint owne	rship of a s	ingle unit?							
con offe and	er the infor nmission or cring. If a p for with a s ociated pers	similar res person to b state or stat	muneration e listed is a es, list the	for solicitant associate name of the	ation of pu ed person o e broker or	rchasers in r agent of a dealer. If i	connection broker or nore than t	n with sales dealer regi rive (5) per	of securiti stered with sons to be	the SEC listed are		
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

					. INFORM	ATION AB	OUT OFFE	ERING		··· ,· ,· <u>,</u> , .		
		···-				711011712					Yes	No
1. Has	the issuer	sold, or do	es the issue	er intend to	sell, to no	n-accredite	d investors	in this off	ering?			No ⊠
		,			o in Appen				_			
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2. Wh	at is the mi	nimum inv	estment th	at will be a	ccepted fro	om any ind	ividual?	••••••	•••••		<u>3</u>	437,638*
											Yes	No
3. Doe	s the offeri	ng permit	joint owner	rship of a s	ingle unit?	***************************************					🛛	
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В	INFORM	ATION AB	OUT OFFI	ERING				
												No
1. Has	the issuer	sold, or do	es the issue	er intend to	sell, to no	n-accredite	d investors	in this off	ering?			\boxtimes
			,	Answer als	o in Appen	dix, Colun	nn 2, if filir	ng under U	LOE.			
2. Wha	at is the mi	nimum inv	estment th	at will he a	ccented fro	m any ind	ividual?				S	437,638*
						--						
3. Doe	s the offeri	ng permit	joint owne	rship of a s	ingle unit?	•				••••••	Yes ⊠	No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
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				Bakersfiel	d, CA 933	309	<u> </u>					
	of Associat Global	ed Broker	or Dealer									
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499	South Or	em Blvd.	, Orem, U		, City, 3ta							
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6 of 16

^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В,	INFORM	ATION AB	OUT OFFE	RING				
1. Has	the issuer	sold, or do							=		Yes	No
			F	Answer also	o in Appen	dix, Colum	ın 2, if filin	ig under Ul	LOE.			
2. Wha	it is the mi	nimum inv	estment tha	at will be a	ccepted fro	m any indi	vidual?			•••••	<u>\$</u>	437,638*
3. Doe	s the offeri	ng nermit i	ioint owner	ship of a s	ingle unit?						Yes ⊠	No
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) 												
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	 _		ss (Numbe	r and Stree	t, City, Sta	ite, Zip Co	de)	<u></u>				
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	of Associate the Fisher		or Dealer									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												Il States
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

			<u></u>	В.	INFORM.	ATION AB	OUT OFFE	RING				
					-						Yes	No
1. Has	the issuer	sold, or do	s the issue	r intend to	sell, to not	n-accredite	d investors	in this off	ering?		. 🗆	\boxtimes
	•		A	Answer also	o in Appen	dix, Colun	ın 2, if filir	ig under Ul	LOE.			
2. Wha	at is the mi	nimum inv	estment the	at will be a	ccepted fro	m any ind	ividual?			*,	. \$	437,638*
												N-
3 Doe	s the offeri	na nermit i	oint owner	shin of a s	inale unit?						Yes . ⊠	No □
												_
com offe and/	er the infontimission or ring. If a property or with a sociated personal research to the sociated personal r	similar rer erson to be tate or state	nuneration listed is a s, list the i	for solicita n associate name of the	ation of pur d person or broker or	rchasers in r agent of a dealer. If r	connection broker or nore than f	with sales dealer regis ive (5) pers	of securiti stered with sons to be l	the SEC isted are		
	ime (Last n vis, Steph		f individua	ıl)								
	ss or Resid		ss (Numbe	r and Stree	et, City, Sta	ite, Zip Co	de)					
	5 East Ma				=					•		
	of Associate C Securitie		or Dealer									
			d Has Solid	cited or Int	ends to Sol	icit Purcha	nsers					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	(KY)	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	(NV)	[NH]	[NJ]	[NM]		[NC]	[ND]	[OH]	(OK] [WI]	[OR] [WY]	[PA] [PR]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]			
	ime (Last n rnes, Gary		f individua	ıl)								
Busines	ss or Reside	ence Addre			-	ite, Zip Co	de)					
	of Associate			buig, VA	20173				·		····	
	daret Grant											
	n Which Pe										П А	.II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[OT]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	$[\underline{V}A]$	[WA]	[WV]	[WI]	[WY]	[PR]
	me (Last n		findividua	l)	_					· · ·		
Busines	ss or Reside	nce Addre			-	-	de)					
	of Associate							· · · · · · · · · · · · · · · · · · ·				
Pac	ific West S	ecurities										
	n Which Pe eck "All St										🔲 A	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	(FL)	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
(RI)	[SC]	[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	(WI)	[WY]	[PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В	INFORM	ATION AB	OUT OFFE	ERING				
												No
1. Has	the issuer	sold, or do	es the issue	r intend to	sell, to no	n-accredite	d investors	in this off	ering?	***************************************	🗆	\boxtimes
			1	Answer als	o in Appen	dix, Colun	m 2, if filir	ng under U	LOE.			
2. Wha	at is the mi	nimum inv	estment the	at will be a	ccepted fro	om any ind	ividual?	***************************************		••••••	<u>\$</u>	437,638*
											Yes	No
3. Doe	s the offeri	ing permit j	oint owner	rship of a s	ingle unit?						🛛	
com offe and/	er the infor mission or ring. If a p for with a s eciated pers	similar rer person to be tate or state	nuneration e listed is a es, list the	for solicite n associate name of the	ation of pu d person o broker or	rchasers in r agent of a dealer. If i	connection broker or nore than f	with sales dealer regi ive (5) per	of securiti stered with sons to be l	the SEC isted are		
	ime (Last n ck, Katie	ame first, i	f individua	ıl)								
Business or Residence Address (Number and Street, City, State, Zip Code)												
	Merchant			olulu, HI	96813							
	of Associat Beck, Inc.	ed Broker	or Dealer									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	囲	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	(NV) [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
	me (Last n	ame first, i	f individua	ıl)								
	un, Lorin ss or Resid	ence Addre	ee (Numbe	er and Stree	et City Sta	te Zin Co				-		
	Merchant		-		•	iic, zip co	uc,					
	f Associate	ed Broker o	or Dealer	_								
	Beck, Inc. n Which Pe	ercon Liste	d Has Solid	rited or Int	ends to Sol	icit Purcha	Cerc				.	
									***************************************		🔲 А	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	{DE]	[DC]	[FL]	[GA]	(<u>H</u>)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[Mt]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[נא] (TX)	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
	me (Last n				[01]	[71]	[to]		[""]	[**1]		
	mamoto, I		i marvidua	1)								
	s or Reside		-		-	-	ie)					
	f Associate											
	Securities			eited or Inte	ande to Soli	icit Durcha	c awe				· · · · · · · · · · · · · · · · · · ·	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
(IL)	[IN]	[1A] [NV]	(KS)	(KY)	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK]										[UK] [WI]	[OR] [WY]	[PA] [PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORM	ATION AB	OUT OFFE	RING				
												No
l. Has	the issuer	sold, or do	es the issue	r intend to	sell, to not	n-accredite	d investors	in this offe	ring?		. 🗆	\boxtimes
			Ā	Answer also	o in Appen	dix, Colun	ın 2, if filir	ig under Ul	LOE.			
2 Who	ıt ic the mi	nimum inv	ectment the	at will be a	ccented fro	m any ind	ividual?				•	437,638*
2. ** 11a	it is the mi	iiiiiiuiii iiiv	esiment un	at will oc a	ecepica ne	nst arry tite	ividuai:	***************************************		••••••		457,050
	.1 65 1	•. •	• .	1. C .	·						Yes .⊠	No
3. Does the offering permit joint ownership of a single unit?												
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
	me (Last n wkins, Ri	ame first, i chard	f individua	d)								
		ence Addre			et, City, Sta	ate, Zip Co	de)	-				
		ed Broker										
Moi	rgan Keega	an										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											🗆 A	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(<u>FI</u>)	[GA]	(HI)	[1D]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
(MT) (RI)	[NE] [SC]	(NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	(OH) (WV)	[OK] [WI]	[OR] [WY]	[PA] [PR]
					[01]	[4 1]	[4.0]	LWAJ		[***)	[** •]	
Full Na	me (Last n	ame first, i	f individua	l) 								
Busines	s or Resido	ence Addre	ss (Numbe	r and Stree	et, City, Sta	ıte, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer							-		
	-	· ·			ends to Sol		-				🗌 Al	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	(WI)	[WY]	[PR]
Full Nar	ne (Last na	ame first, i	findividua	1)		·		-	-			
Busines	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)			· ·-·		
Name of	f Associate	d Broker o	r Dealer					,				
					ends to Soli							
												l States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	(CT) [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
									[OK]	(OR)	(PA)	
[RI]	[SC]	(SD)	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[wɪ]	[WY]	[PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE ()F P	ROCEE	DS		_	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged						
	Type of Security	0	Aggrega ffering P		A	mount So	
	Debt	S	-0-		S	-0-	
	Equity	s	-0-		<u> </u>	-0-	
	☐ Common ☐ Preferred				-		
	Convertible Securities (including warrants)	\$	-0-		<u>\$</u>	-0-	
	Partnership Interests	S	-0-		\$	-0-	
	Other (Specify Undivided fractional interests in real estate)	\$	14,879,7	00	\$	12,713	715.78
	Total	s	14,879,7	00	S	12,713	715.78
	Answer also in Appendix, Column 3, if filing under ULOE.		· · · · · · · · · · · · · · · · · · ·				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Numbe	_	r	Aggre	_
			Investor	-	_	of Purc	
	Accredited Investors		28		<u>s</u>	12,713,	715.78
	Non-accredited Investors		-0-		\$	-0-	
	Total (for filings under Rule 504 only)				s		
	Answer also in Appendix, Column 4, if filing under ULOE.						
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.						
	T		Type of		D	ollar A	
	Type of Offering		Security	1		Sol	d
	Rule 505			—	<u>s</u>		
	Regulation A	*		—	\$	***	
	Rule 504				<u>\$</u>		
	Total				<u>s</u>		
1. ;	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.						
	Transfer Agent's Fees			\boxtimes	\$	-0-	
	Printing and Engraving Costs			\boxtimes	S	-0-	
	Legal Fees			\boxtimes	\$	45,000	
	Accounting Fees			\boxtimes	s	-0-	
	Engineering Fees			\boxtimes	s	-0-	
	Sales Commission (specify finders' fees separately)			×	<u> </u>	901,800	
	Other Expenses (identify) Marketing			⊠		50,300	
	Total			⊠		,097,100)
				_			

			_		
C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEEDS			
and total expenses furnished in response	to Part C - Question 4.a. This difference is the	"adjusted	<u>s</u>	13,782,600	
each of the purposes shown. If the amount check the box to the left of the estimate.	mate and				
	Payments to Officers, Directors & Affiliates		Payments To Others		
		· ·		<u>s</u>	
Purchase of real estate		<u>s</u>	\boxtimes	\$11,943,743	
Purchase, rental or leasing and insta	llation of machinery and equipment	🗆 <u>s</u>		\$	
Construction or leasing of plant buil	dings and facilities	🗆 <u>s</u>		\$	
offering that may be used in exchan-	ge for the assets or securities of another issuer	□ \$	П	\$	
				\$	
- ·				\$ 400,000	
Column Totals		🛭 💲 1,438,857	⊠	\$ 12,343,743	
Total Payments Listed (column total	s added)	🛚 🖾 <u>s</u>	3 13,782,600		
	D. FEDERAL SIGNATURE				
owing signature constitutes an undertakin	g by the issuer to furnish to the U.S. Securities	and Exchange Commission	on, up	on written	
er (Print or Type)	Signature	Date			
neva 1031, L.L.C.	Patricia a. Collosso	- 3/17/09	8		
ne of Signer (Print or Type)	Title of Signer (Print or Type)				
icia A. DelRosso				ieva	
	Enter the difference between the aggreg and total expenses furnished in response gross proceeds to the issuer."	Enter the difference between the aggregate offering price given in response to Part C – and total expenses furnished in response to Part C – Question 4.a. This difference is the gross proceeds to the issuer." Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be each of the purposes shown. If the amount for any purpose is not known, furnish an esticheck the box to the left of the estimate. The total of the payments listed must equal the gross proceeds to the issuer set forth in response to Part C – Question 4.b above. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment	Payments to Officers, Directors & Affiliates Salaries and fees	Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. Payments to Officers, Directors & Affiliates Salaries and fees	

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATU	RE						
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?								
	See Appendix, Column 5, for s	tate response.			,			
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.								
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.								
The issuer has read this notification and known undersigned duly authorized person.	ows the contents to be true and h	as duly caused this no	otice to be signed of	on its beha	alf by the			
Issuer (Print or Type)	Signature		Date		-			
Geneva 1031, L.L.C.	Patricia a.	Collosso	3/17/	 ን ጿ				
Name (Print or Type)	Title (Print or Type)				_			
President, Inland Real Estate Exchange Corporation, the sole member of Geneva								

Exchange, L.L.C., the manager and sole member of Geneva 1031, L.L.C.

Instruction:

Patricia A. DelRosso

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPEN	DIX
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1	Intend to non-a investor	I to sell accredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Number of	Disqual under Sta (if yes explan waiver	fification ate ULOE , attach ation of granted) -Item 1)			
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		Ø	Undivided fractional interests in real estate\$14,879,700	1	\$100,032.23	-0-	-0-		⊠
AR									
CA		⊠	Undivided fractional interests in real estate- \$14,879,700	7	\$2,964,832.55	-0-	-0-		⊠
co									
СТ	□				<u> </u>	,			
DE									
DC									
FL		Ø	Undivided fractional interests in real estate \$14,879,700	ι	\$402,953.74	-0-	-0-		⊠
GA									
ні		Ø	Undivided fractional interests in real estate \$14,879,700	2	\$617,499.18	-0-	-0-		Ø
ID									
1L		⊠	Undivided fractional interests in real estate \$14,879,700	10	\$5,567,535.64	-0-	-0-		Ճ
IN .									
IA_									
KS									
KY									
LA									
МЕ									
MD									
MA									
ML									
MN									
MS									

APPENDIX

1	Intend to non-a investor	I to sell eccredited s in State -Item I)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мо			Undivided fractional interests in real estate \$14,879,700	l	\$464,791	-0-	-0-		Ø
МТ		⊠	Undivided fractional interests in real estate-\$14,879,700	l	\$735,846.78	-0-	-0-		⊠
NE									
NV									
NH									
ŊJ									
NM									
NY		Ø	Undivided fractional interests in real estate \$14,879,700	1	285,000	-0-	-0-		⊠
NC									
ND									
ОН									
ок				,					
OR		⊠	Undivided fractional interests in real estate \$14,879,700	2	\$534,000	-0-	-0-	0	Ճ
PA									
RI					·				
sc									
SD									
TN									
TX							i		
UT		⊠	Undivided fractional interests in real estate \$14,879,700	l	\$603,586.66	-0-	-0-		⊠
VT									
VA		⊠	Undivided fractional interests in real estate \$14,879,700	ŧ	S437,638	-0-	-0-		⊠
WA				İ					

					APPENDIX				
1		2	3	4			5 Disqualification under State ULOE		
	to non-a	I to sell accredited is in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
wv									
WI									
WY									
PR									

